

ITEL

FEB 8 1989 11 25 AM

Pullman

INTERSTATE COMMERCE COMMISSION

February 7, 1989

IteI Rail Corporation55 Francisco Street
San Francisco, California 94133
(415) 984-4000
(415) 781-1035 FaxHon. Noretta R. McGee
Secretary
Interstate Commerce Commission
Washington, DC 20423Date 2-8-89
Fee \$ 13.00

ICC Washington, D. C.

Re: Quarterly Supplement No. 7 to the Assignment of Lease
Agreement between IteI Rail Corporation and Heller
Financial, Inc.

Dear Ms. McGee:

On behalf of IteI Rail Corporation, the above instrument, in four (4) counterparts, is hereby submitted for filing and recording pursuant to 49 U.S.C. Section 11303(a), along with the \$13 recordation fee.

Please record this Supplement under the Assignment of Lease Agreement dated as of September 30, 1986, between IteI Rail Corporation and Heller Financial, Inc., which was filed with the ICC on October 7, 1986, under Recordation No. 15064.

The parties to the aforementioned instrument are listed below:

IteI Rail Corporation (Borrower)
55 Francisco Street
San Francisco, California 94133Heller Financial, Inc. (Secured Party)
200 North LaSalle Street
Chicago, Illinois 60601

This Supplement reflects new leases entered into during the third calendar quarter of 1988 as set forth on Schedule A-7 attached thereto.

Please return to the undersigned the stamped counterparts not required for filing purposes, together with the ICC fee receipt and acknowledgment letter.

Very truly yours,

Patricia Schumacker
Patricia Schumacker
Legal DepartmentFEB 9 11 25 AM '89
MOTOR OPERATING UNIT

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Patricia Schumacker
Itel Rail Corporation
55 Francisco Street
San Francisco, Ca. 94133

Dear Ms. Schumacker

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/8/89 at 11:25am, and assigned recordation number(s). 15063-T, 15064-M, 16060-B

Sincerely yours,

Nesta L. McGee

Secretary

Enclosure(s)

CERTIFICATION OF TRUE COPY

On February 7, 1989, I, Patricia Schumacker, examined an original copy of the Quarterly Supplement No. 7 to the Assignment of Lease and Agreement between Itel Rail Corporation and Heller Financial, Inc. I hereby certify that I have compared the attached duplicate copy with the original, and that it is a complete, true and correct copy of the original in all respects, including the dates, signatures and acknowledgements thereof.

Patricia Schumacker
Patricia Schumacker

STATE OF CALIFORNIA)
) ss.
COUNTY OF SAN FRANCISCO)

On this 7th day of February 1989, before me personally appeared Patricia Schumacker, personally known to me to be the person whose name is subscribed to the above instrument, and she acknowledged that she executed the same.



Patricia M. O'Grady
Notary Public

15064-17

FEB 1989 85

INTERSTATE COMMERCE COMMISSION

QUARTERLY SUPPLEMENT NO. 7
TO THE ASSIGNMENT OF LEASE AND AGREEMENT
BETWEEN ITEL RAIL CORPORATION ("ITEL RAIL")
AND HELLER FINANCIAL, INC. ("HELLER")

WHEREAS, Itel Rail and Heller are parties to a Loan and Security Agreement (the "Loan") dated as of September 30, 1986, which became effective October 7, 1986;

WHEREAS, in furtherance of the Loan, Itel Rail and Heller have entered into an Assignment of Lease and Agreement (the "Assignment") dated as of September 30, 1986, which was filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. Section 11303(a) on October 7, 1986, and given Recordation No. 15064;

WHEREAS, the parties desire that Itel Rail file quarterly supplements to Exhibit A to the Assignment to reflect the assignment of leases and subleases (the "Leases") entered into from time to time with respect to Rolling Stock (which Leases may also cover Excluded Rolling Stock) (as defined in the Assignment) and to reflect the addition of new Excluded Rolling Stock.

NOW, THEREFORE, pursuant to the premises and the covenants and promises contained in the Loan and in the Assignment, the parties agree as follows:

1. All capitalized terms used herein shall have the meanings assigned to them in the Assignment, unless otherwise stated.
2. Exhibit A of the Assignment is hereby supplemented as set forth on Exhibit A-7 attached hereto to reflect new Leases entered into during the third calendar quarter of 1988 with respect to Rolling Stock (which Leases may also cover Excluded Rolling Stock) and the amendment of existing Leases to add Rolling Stock thereto.

HELLER FINANCIAL, INC.

By: Allen G. Palmer
Vice President

Date: 11/13/88

ITEL RAIL CORPORATION

By: DD Hayes
President

Date: November 1, 1988

STATE OF CALIFORNIA)
) ss:
COUNTY OF SAN FRANCISCO)

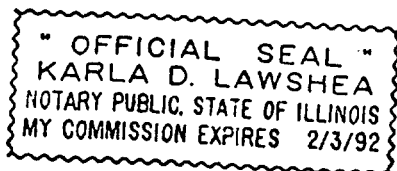
On this 1st day of November, 1988 before me personally came Desmond P. Hayes to me known, who, being by me duly sworn, did depose and say that he is the President of Itel Rail Corporation, one of the parties described in and which executed the above instrument; that the execution of the above instrument was duly authorized by the board of directors of Itel Rail Corporation; and that he signed his name thereto pursuant to like authority.



Patricia Schumacker
Notary Public

STATE OF ILLINOIS)
) ss:
COUNTY OF COOK)

On this 13th day of November, 1988 before me personally came Colleen A. Palmer to me known, who, being by me duly sworn, did depose and say that she is the Vice President of Heller Financial, Inc., one of the parties described in and which executed the above instrument; that the execution of the above instrument was duly authorized by the board of directors of Heller Financial, Inc.; and that she signed her name thereto pursuant to like authority.



Karla D. Lawshea
Notary Public

Exhibit A-7
Lease Assignment

LESSEE/SUBLESSEE EQUIPMENT NO.	NUMBER OF CARS	TYPE OF CAR	(SUB)LEASE DATE	RECORDATION NUMBER	DATE FILED
<u>Apalachicola Northern Railroad</u>		(Amendment No. 2)			
AN 5000-5002	118	XM	01-25-77	8796-N	09-26-88
AN 5004-5005					
AN 5010-5011					
AN 5013-5014					
AN 5016					
AN 5018					
AN 5020-5021					
AN 5023					
AN 5028					
AN 5030					
AN 5034-5035					
AN 5038-5040					
AN 5042-5043					
AN 5048-5054					
AN 5056-5061					
AN 5063-5066					
AN 5069					
AN 5071-5074					
AN 5076					
AN 5078-5084					
AN 5086					
AN 5089-5090					
AN 5093					
AN 5095					
AN 5098-5099					
AN 5104-5106					
AN 5108					
AN 5111-5114					
AN 5116-5122					
AN 5124					
AN 5128					
AN 5130-5131					
AN 5133					
AN 5138-5140					
AN 5142-5144					
AN 5146-5147					
AN 5050-5151					
AN 5153					
AN 5156-5159					
AN 5161-5162					
AN 5167-5169					
AN 5171					
AN 5175					
AN 5177-5180					
AN 5182-5183					
AN 5186					

Exhibit A-7
Lease Assignment

LESSEE/SUBLESSEE EQUIPMENT NO.	NUMBER OF CARS	TYPE OF CAR	(SUB)LEASE DATE	RECORDATION NUMBER	DATE FILED
AN 5189-5190					
AN 5192-5194					
AN 5196/5199					
AN 5800-5805	6	XM			
AN 2001	73	XM			
AN 2003-2061					
AN 2063-2075					
AN 5200-5202	111	XM			
AN 5206					
AN 5211-5212					
AN 5214-5215					
AN 5217-5218					
AN 5220-5221					
AN 5224-5225					
AN 5228					
AN 5230-5231					
AN 5233-5237					
AN 5241-5242					
AN 5244					
AN 5246-5249					
AN 5251					
AN 5253					
AN 5255					
AN 5257					
AN 5260					
AN 5262-5264					
AN 5267-5271					
AN 5276-5278					
AN 5281-5283					
AN 5285					
AN 5288					
AN 5291					
AN 5293					
AN 5295-5296					
AN 5298-5299					
AN 5305-5306					
AN 5309					
AN 5311-5318					
AN 5323					
AN 5327-5328					
AN 5332					
AN 5334-5336					
AN 5338-5339					
AN 5341-5342					
AN 5346-5350					

Exhibit A-7
Lease Assignment

LESSEE/SUBLESSEE EQUIPMENT NO.	NUMBER OF CARS	TYPE OF CAR	(SUB)LEASE DATE	RECORDATION NUMBER	DATE FILED
AN 5352-5354					
AN 5356-5359					
AN 5361-5362					
AN 5364-5365					
AN 5368					
AN 5370					
AN 5373					
AN 5376					
AN 5380-5382					
AN 5385-5388					
AN 5391					
AN 5393-5395					
AN 5398-5399					
AN 5806-5813	8	XM			
AN 2076-2089	75	XM			
AN 2091-2100					
AN 2102-2152					
AN 2101	1	XM			

Apalachicola Northern Railroad

(Amendment No. 5)

AN 2153-2189	47	XM	10-15-84	14594-K	09-26-88
AN 2191-2199					
AN 2201					
AN 5815-5861	60	XM			
AN 5863-5875					
AN 2202-2240	39	XM			

Canadian National Railway

(Amendment No. 1)

CN 416241-416242	200	XM	12-16-87	15483-A	07-15-88
CN 416243-416449					

(Amendment No. 2)

CN 410500-410552	249	XM	12-16-87	15483-B	09-26-88
CN 410554					
CN 410556-410562					
CN 410564-410566					

Exhibit A-7
Lease Assignment

LESSEE/SUBLESSEE EQUIPMENT NO.	NUMBER OF CARS	TYPE OF CAR	(SUB)LEASE DATE	RECORDATION NUMBER	DATE FILED
CN 410568-410571					
CN 410600-410626					
CN 410629-410630					
CN 410632-410634					
CN 410636-410637					
CN 410639-410640					
CN 416175					
CN 416179					
CN 416231					
CN 416243-416250					
CN 416252-416384					
CN 416457					

Clarendon and Pittsford Railroad (Amendment No. 5)

CLP 3163-3164	12	XP	10-18-76	8658-K	07-05-88
CLP 3170					
CLP 3173					
CLP 3175					
CLP 3178-3181					
CLP 3185-3186					
CLP 3191					

Grand Trunk Western Railroad (Amendment No. 2)

GTW 148000-148199	200	GBS	06-17-80	11934-C	07-05-88
-------------------	-----	-----	----------	---------	----------

Kansas City Southern Railway (Amendment No. 1)

KCS 756008	194	XM	07-15-85	14782-A	07-25-88
KCS 756016					
KCS 756024					
KCS 756032					
KCS 756041					
KCS 756059					
KCS 756067					
KCS 756075					
KCS 756091					
KCS 756105					
KCS 756113					
KCS 756121					
KCS 756130					

Exhibit A-7
Lease Assignment

<u>LESSEE/SUBLESSEE</u> <u>EQUIPMENT NO.</u>	<u>NUMBER OF</u> <u>CARS</u>	<u>TYPE</u> <u>OF CAR</u>	<u>(SUB)LEASE</u> <u>DATE</u>	<u>RECORDATION</u> <u>NUMBER</u>	<u>DATE</u> <u>FILED</u>
KCS 756148					
KCS 756156					
KCS 756164					
KCS 756172					
KCS 756181					
KCS 756199					
KCS 756202					
KCS 756211					
KCS 756229					
KCS 756237					
KCS 756245					
KCS 745253					
KCS 745261					
KCS 756270					
KCS 756288					
KCS 756296					
KCS 756300					
KCS 756318					
KCS 756326					
KCS 756334					
KCS 756342					
KCS 756351					
KCS 756369					
KCS 756377					
KCS 756385					
KCS 756393					
KCS 756407					
KCS 756415					
KCS 756423					
KCS 756431					
KCS 756440					
KCS 756458					
KCS 756466					
KCS 756474					
KCS 756482					
KCS 756491					
KCS 756504					
KCS 756521					
KCS 756539					
KCS 756547					
KCS 756555					
KCS 756563					
KCS 756580					
KCS 756598					
KCS 756601					
KCS 756610					
KCS 756628					
KCS 756636					

Exhibit A-7
Lease Assignment

<u>LESSEE/SUBLESSEE</u>	<u>NUMBER OF</u>	<u>TYPE</u>	<u>(SUB)LEASE</u>	<u>RECORDATION</u>	<u>DATE</u>
<u>EQUIPMENT NO.</u>	<u>CARS</u>	<u>OF CAR</u>	<u>DATE</u>	<u>NUMBER</u>	<u>FILED</u>
KCS 756644					
KCS 756652					
KCS 756661					
KCS 756679					
KCS 756687					
KCS 756695					
KCS 756709					
KCS 756717					
KCS 756725					
KCS 756733					
KCS 756741					
KCS 756750					
KCS 756768					
KCS 756776					
KCS 756784					
KCS 756792					
KCS 756806					
KCS 756814					
KCS 756822					
KCS 756831					
KCS 756849					
KCS 756857					
KCS 756865					
KCS 756873					
KCS 756881					
KCS 756890					
KCS 756903					
KCS 756911					
KCS 756920					
KCS 756938					
KCS 756946					
KCS 756954					
KCS 756962					
KCS 756971					
KCS 756989					
KCS 756997					
KCS 757004					
KCS 757012					
KCS 757021					
KCS 757039					
KCS 757047					
KCS 757055					
KCS 757063					
KCS 757071					
KCS 757080					
KCS 757098					
KCS 757101					
KCS 757110					

Exhibit A-7
Lease Assignment

<u>LESSEE/SUBLESSEE</u>	<u>NUMBER OF</u>	<u>TYPE</u>	<u>(SUB)LEASE</u>	<u>RECORDATION</u>	<u>DATE</u>
<u>EQUIPMENT NO.</u>	<u>CARS</u>	<u>OF CAR</u>	<u>DATE</u>	<u>NUMBER</u>	<u>FILED</u>
KCS	757128				
KCS	757144				
KCS	757152				
KCS	757161				
KCS	757179				
KCS	757187				
KCS	757195				
KCS	757209				
KCS	757215				
KCS	757233				
KCS	757241				
KCS	757250				
KCS	757268				
KCS	757276				
KCS	757284				
KCS	757292				
KCS	757306				
KCS	757314				
KCS	757322				
KCS	757331				
KCS	757349				
KCS	757357				
KCS	757365				
KCS	757373				
KCS	757381				
KCS	757403				
KCS	757411				
KCS	757420				
KCS	757438				
KCS	757446				
KCS	757454				
KCS	757462				
KCS	757471				
KCS	757489				
KCS	757497				
KCS	757501				
KCS	757519				
KCS	757527				
KCS	757535				
KCS	757543				
KCS	757551				
KCS	757560				
KCS	757578				
KCS	757586				
KCS	757594				
KCS	757608				
KCS	757616				
KCS	757624				

Exhibit A-7
Lease Assignment

<u>LESSEE/SUBLESSEE</u> <u>EQUIPMENT NO.</u>	<u>NUMBER OF</u> <u>CARS</u>	<u>TYPE</u> <u>OF CAR</u>	<u>(SUB)LEASE</u> <u>DATE</u>	<u>RECORDATION</u> <u>NUMBER</u>	<u>DATE</u> <u>FILED</u>
KCS 757632					
KCS 757641					
KCS 757659					
KCS 757667					
KCS 757675					
KCS 757683					
KCS 757691					
KCS 757705					
KCS 757713					
KCS 757721					
KCS 757730					
KCS 757748					
KCS 757756					
KCS 757764					
KCS 757772					
KCS 757781					
KCS 757799					
KCS 757802					
KCS 757811					
KCS 757829					
KCS 757837					
KCS 757845					
KCS 757853					
KCS 757861					
KCS 757870					
KCS 757888					
KCS 757896					
KCS 757900					
KCS 757918					
KCS 757926					
KCS 757934					
KCS 757942					
KCS 757951					
KCS 757969					
KCS 757977					
KCS 757985					
KCS 757993					

Kansas City Southern Railway

(Amendment No. 1)

KCS 755001	46	XM	07-15-85	14785-F	07-25-88
KCS 755010					
KCS 755028					
KCS 755036					
KCS 755044					
KCS 755052					

Exhibit A-7
Lease Assignment

<u>LESSEE/SUBLESSEE</u> <u>EQUIPMENT NO.</u>	<u>NUMBER OF</u> <u>CARS</u>	<u>TYPE</u> <u>OF CAR</u>	<u>(SUB)LEASE</u> <u>DATE</u>	<u>RECORDATION</u> <u>NUMBER</u>	<u>DATE</u> <u>FILED</u>
KCS	755061				
KCS	755087				
KCS	755095				
KCS	755109				
KCS	755117				
KCS	755125				
KCS	755133				
KCS	755141				
KCS	755150				
KCS	755168				
KCS	755176				
KCS	755184				
KCS	755192				
KCS	755206				
KCS	755214				
KCS	755222				
KCS	755231				
KCS	755257				
KCS	755265				
KCS	755273				
KCS	755281				
KCS	755290				
KCS	755303				
KCS	755311				
KCS	755338				
KCS	755346				
KCS	755354				
KCS	755362				
KCS	755371				
KCS	755389				
KCS	755397				
KCS	755401				
KCS	755419				
KCS	755427				
KCS	755435				
KCS	755443				
KCS	755451				
KCS	755460				
KCS	755478				
KCS	755486				

Kansas City Southern Railway

(Amendment No. 1)

KCS	755494	49	XP	07-17-85	14780-A	07-25-88
KCS	755508					
KCS	755516					

Exhibit A-7
Lease Assignment

LESSEE/SUBLESSEE EQUIPMENT NO.	NUMBER OF CARS	TYPE OF CAR	(SUB)LEASE DATE	RECORDATION NUMBER	DATE FILED
KCS	755524				
KCS	755532				
KCS	755541				
KCS	755559				
KCS	755567				
KCS	755575				
KCS	755583				
KCS	755591				
KCS	755605				
KCS	755613				
KCS	755621				
KCS	755630				
KCS	755648				
KCS	755656				
KCS	755664				
KCS	755672				
KCS	755681				
KCS	755699				
KCS	755702				
KCS	755711				
KCS	755729				
KCS	755737				
KCS	755745				
KCS	755753				
KCS	755761				
KCS	755770				
KCS	755788				
KCS	755796				
KCS	755800				
KCS	755818				
KCS	755826				
KCS	755842				
KCS	755851				
KCS	755869				
KCS	755877				
KCS	755885				
KCS	755893				
KCS	755907				
KCS	755915				
KCS	755931				
KCS	755940				
KCS	755958				
KCS	755965				
KCS	755974				
KCS	755982				
KCS	755991				

Exhibit A-7
Lease Assignment

<u>LESSEE/SUBLESSEE</u>	<u>NUMBER OF</u>	<u>TYPE</u>	<u>(SUB)LEASE</u>	<u>RECORDATION</u>	<u>DATE</u>
<u>EQUIPMENT NO.</u>	<u>CARS</u>	<u>OF CAR</u>	<u>DATE</u>	<u>NUMBER</u>	<u>FILED</u>

McCormick, Ashland City and Nashville Railroad (Master Lease)

06-06-88 15702 07-05-88

(Schedule No. 1)

MACN 105-124	20	XM	06-09-88	15702-A	07-05-88
--------------	----	----	----------	---------	----------

Oklahoma, Kansas & Texas Railroad (Amendment No. 2/Schedule No. 4)

OKKT 700000-700049	50	XM	11-01-82	15639-A	07-14-88
--------------------	----	----	----------	---------	----------